

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF RHODE ISLAND**

IN RE: LOESTRIN 24 FE ANTITRUST  
LITIGATION

MDL No. 2472

THIS DOCUMENT RELATES TO:  
Direct Purchaser Actions

Master File No. 1:13-md-2472-S-PAS

**DIRECT PURCHASER CLASS PLAINTIFFS' MOTION FOR PRELIMINARY  
APPROVAL OF SETTLEMENT, APPROVAL OF THE FORM AND MANNER OF  
NOTICE TO THE CLASS, APPOINTMENT OF CLAIMS ADMINISTRATOR AND  
ESCROW AGENT, AND SETTING THE FINAL SETTLEMENT SCHEDULE AND  
DATE FOR A FAIRNESS HEARING**

Direct purchaser class plaintiff Ahold USA, Inc., the class representative in this lawsuit, by its counsel, hereby moves for an order pursuant to Rule 23 of the Federal Rules of Civil

Procedure:

1. Granting preliminary approval of a settlement of this action between the direct purchaser class and Warner Chilcott<sup>1</sup> and Watson<sup>2</sup> (together, the “defendants”) as set forth in the settlement agreement attached as Exhibit 1 to the Declaration of Thomas M. Sobol submitted herewith (“Sobol Declaration”);

2. Approving the proposed form and manner of notice to the direct purchaser class, as attached as Exhibit 5 to the Sobol Declaration;

3. Approving the proposed plan of distribution as attached as Exhibit 8 to the Sobol Declaration and as supported by the Declaration of Jeffrey Leitzinger attached as Exhibit 9 to the Sobol Declaration;

---

<sup>1</sup> Warner Chilcott Co., LLC f/k/a Warner Chilcott Co., Inc.; Warner Chilcott (US), LLC; LLC; Warner Chilcott Sales (US), LLC; Warner Chilcott plc n/k/a Allergan WC Ireland Holdings Ltd. (“Allergan”); Warner Chilcott Holdings Co. III, Ltd.; Warner Chilcott Corp.; and Warner Chilcott Laboratories Ireland Limited (together and individually, “Warner Chilcott”).

<sup>2</sup> Watson Laboratories, Inc. and Watson Pharmaceuticals, Inc. (together and individually, “Watson”).

4. Appointing RG/2 Claims Administration (RG2) as settlement administrator. A declaration from William W. Wickersham of RG2 is attached as Exhibit 10 to the Sobol Declaration;

5. Appointing The Huntington Bank as escrow agent to receive and invest the settlement funds in accordance with the terms of the escrow agreement attached as Exhibit 7 to the Sobol Declaration; and

6. Authorizing a proposed schedule for completing the approval process, including a date for a final fairness hearing.

The direct purchasers submit that the settlement represents a beneficial result to the direct purchaser class, providing a gross cash payment to the class of \$120,000,000 in exchange for defined releases to the defendants and an agreement to dismiss with prejudice the claims against them in this action. The direct purchasers provide a more complete description of the benefits of the settlement, their negotiations, and the particulars of the settlement agreement in their supporting memorandum of law and Exhibits 1–10 to the Sobol Declaration.

By this motion, the direct purchaser class also:

1. Submits for approval a proposed form of notice, including procedures for objecting to the settlement, and plan for the notice to be sent by first class mail to all direct purchaser class members, in compliance with Rule 23 as attached as Exhibit 5 to the Sobol Declaration;

2. Proposes as the Settlement Administrator RG/2 Claims Administration (RG/2);

3. Proposes as the escrow agent for the settlement funds The Huntington National Bank;

4. Proposes the following schedule for the provision of notice to direct purchaser

class members of the settlement, costs, the service award for the class representative, application for attorneys' fees, the deadline to object to the settlement, and the holding of the hearing on final approval:

<b>Event</b>	<b>Deadline</b>
Dissemination of notices to the class in the form and manner proposed.	Within 14 days of entry of the Order preliminarily approving the settlement.
Submission of class counsel's application for attorneys' fees, costs and expenses and application for service awards to the class representatives.	No later than 14 days after the date of dissemination of notice to the class as set forth in the final notice mailed to class members.
Deadline for class members to object to the settlement and/or attorneys' fees, expenses, and service awards.	No later than 35 days from the date of dissemination of notice to the class as set forth in the final notice mailed to class members.
Filing of direct purchasers' motion for final approval of the settlement.	No later than 14 days before the date set for the fairness hearing.
Fairness hearing.	To be determined by the Court (no earlier than 100 days after the date of the filing of the motion for preliminary approval of the settlement).

WHEREFORE, based on the foregoing, and for the reasons set forth in the accompanying memorandum of law and Exhibits 1-10 to the Sobol Declaration, the motion should be granted. The parties to the settlement have agreed upon a proposed order granting the relief sought by this motion, attached as Exhibit 5 to the Sobol Declaration.

Dated: January 22, 2020

/s/ Thomas M. Sobol  
Thomas M. Sobol (R.I. Bar No. 5005)  
Kristen A. Johnson  
HAGENS BERMAN SOBOL SHAPIRO LLP  
55 Cambridge Parkway, Suite 301  
Cambridge, MA 02142  
Tel: (617) 482-3700  
Fax: (617) 482-3003

tom@hbsslaw.com  
kristenj@hbsslaw.com

Joseph H. Meltzer  
Terence S. Ziegler  
KESSLER TOPAZ MELTZER & CHECK LLP  
280 King of Prussia Road  
Radnor, PA 19087  
Tel: (610) 667-7706  
Fax: (610) 667-7056  
jmeltzer@ktmc.com  
tziegler@ktmc.com

David F. Sorensen  
Michael J. Kane  
BERGER & MONTAGUE, P.C.  
1622 Locust Street  
Philadelphia, PA 19103  
Tel: (215) 875-3000  
Fax: (215) 875-5707  
dsorensen@bm.net  
mkane@bm.net

Peter R. Kohn  
Neill W. Clark  
FARUQI & FARUQI LLP  
101 Greenwood Ave, Suite 600  
Jenkintown, PA 19046  
Tel: (215) 277-5770  
Fax: (215) 277-5771  
pkohn@faruqilaw.com  
nclark@faruqilaw.com

*Interim Co-Lead Counsel for the Direct  
Purchaser Class*

Patrick C. Lynch  
Jeffrey B. Pine  
LYNCH & PINE  
One Park Row, 5th Floor  
Providence, RI 02903  
Tel: (401) 274-3306  
Fax: (401) 274-3326  
jbp@pinelaw.com

*Interim Liaison Counsel for the Direct  
Purchaser Class*

**CERTIFICATE OF SERVICE**

I, Thomas M. Sobol, hereby certify that I caused a copy of the foregoing to be filed electronically via the Court's CM/ECF system. Those attorneys who are registered CM/ECF users may access these filings, and notice of these filings will be sent to those parties by operation of the CM/ECF system.

Dated: January 22, 2020

/s/ Thomas M. Sobol  
Thomas M. Sobol (R.I. Bar No. 5005)